Code of Conduct for OPS Board Members

Diversity

The membership of the Ophthalmic Photographers’ Society is made up of photographers, technicians, physicians, scientists, vendors and students. Diversity of viewpoint makes us strong as an organization. The OPS encourages this same diversity in the makeup of the governing boards and volunteer committees of the society. Members that represent all groups of stakeholders, sharing common goals to forward the mission of the OPS, should have the opportunity to participate in the governance of the society. All active members are eligible to run for office as provided for in the Bylaws. Student members, retiree members, and sustaining members are not eligible to hold an elected or appointed office, but may serve on committees at the discretion of the President or Board of Directors. Members employed by a sustaining member corporation may hold office, provided they maintain active individual membership.

Responsibility

By accepting a position on an OPS Board, a series of direct responsibilities to the OPS are accepted. Board members have a legal responsibility to assure prudent management of OPS resources. Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out their responsibilities to the organization. These standards are usually described as the duty of care, the duty of loyalty and the duty of obedience.

The duty of care describes the level of competence that is expected of a board member. Duty of care means that board members must act with such care as an ordinarily prudent person would employ in the same position.

Duty of loyalty is a standard of faithfulness. A board member must act in the best interests of the organization and give undivided allegiance when making decisions affecting the organization. Board members must not use information obtained as a board member for personal gain. Duty of loyalty means that board members must act in good faith and in a manner that they reasonably believe is in the best interest of the society.

The duty of obedience requires board members to be faithful to the organization’s mission. Board members are not permitted to act in a way that is inconsistent with the central goals of the organization. A board member is expected to support the policies and decisions of the Board, even when the board member may not be in complete agreement with the majority of the board in said policies or decisions.

Meetings

Board members are expected to prepare for and attend board meetings, committee meetings, and OPS functions, such as the annual membership business meeting. Board members are expected to actively participate in the deliberations and activities of the
board and committees. This participation extends to the conduct of board business by
electronic means (teleconference, video conference, or email discussion and vote). In
order to effectively participate in deliberation of the board, board members should be
informed about the mission, goals, services, policies and programs of the OPS.

Board members will conduct themselves in accordance with established rules of order for
conducting meetings. Board members have the responsibility to ensure adequate, but not
excessive debate on controversial issues.

Absence from a meeting does not release the board member from responsibility for
decisions made in their absence. Repeated absences or lack of participation in board
meetings (including e-meetings) without valid excuse may be grounds for disciplinary
action or removal from office as provided for in the OPS Bylaws.

Committees

Board members are expected to volunteer for and serve on board committees. Board
members are expected to make a good faith effort to complete assignments responsibly,
with due respect for quality, timeliness, and economy to the OPS.

Fiscal Responsibility

Board members have a fiduciary and fiscal responsibility to utilize and manage OPS
financial resources responsibly. A basis for this rule lies in the public’s trust that the
board will prudently manage OPS funds to fulfill the organization’s mission. Individual
board members have the additional responsibility for careful use of OPS financial
resources. This includes careful and documented expenditures when traveling on behalf
of the OPS. Board members are expected to review, understand, and abide by the OPS
travel and reimbursement policies.

Conflict of Interest

Conflict of interest exists when the personal or professional concerns of a board member
affect their ability to put the welfare of the OPS before personal benefit. Conflict of
interest relates broadly to ethical behavior, which includes not just financial or legal
issues, but in any aspect of governance where impartiality of the board member might
reasonably be questioned. Board members who have an actual, apparent, or potential
conflict of interest in any matters before the Board or likely to come before the Board
have a duty to disclose the conflict to the Chairman of the Board. Board members should
not participate in discussions or vote on matters related to the conflict.

Ethics

Board member behavior and activities can effect the membership’s confidence in the
Board or the OPS itself. In all board activities, board members should demonstrate and
reflect the OPS commitment to and expectation of ethical and responsible behavior. A
board member should respect the basic rights, dignity and sensitivity of other board members, staff, guests, and OPS members.

Confidentiality

The OPS encourages open communication of board and committee activities to the membership. This includes publication and public access to meeting minutes of the board, and through announcements of OPS programs and policies in OPS publications. Certain board decisions may pertain to sensitive matters that should remain in confidence to protect an individual’s right to privacy. Board members shall hold in confidence all sensitive matters that require confidentiality unless disclosure is authorized by the board.

Unable to Perform Duties

Board members cannot abdicate their responsibility to govern the society. A board member who is unable to perform their duties as a board member for longer than six months should notify the President so that a determination may be made as to the advisability of appointing a replacement.

I agree to abide by this Code of Conduct for OPS Board Members and the OPS Travel and Reimbursement Policies.

____________________________________________________
Name

____________________________________________________  __________________________
Signature                  Date

Adopted by the OPS Board of Directors 1/28/2006